



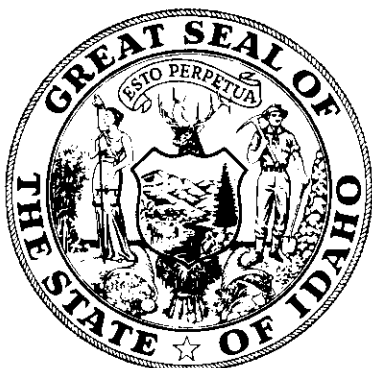
CERTIFICATE OF AUTHORITY  
OF

**BA BUSINESS CREDIT CORPORATION**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **BA BUSINESS CREDIT CORPORATION** for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **BA BUSINESS CREDIT CORPORATION** to transact business in this State under the name **BA BUSINESS CREDIT CORPORATION** and attach hereto a duplicate original of the Application for such Certificate.

Dated **May 25**, 19 **82**



SECRETARY OF STATE

Corporation Clerk

## APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is BA Business Credit Corporation
2. \*The name which it shall use in Idaho is BA Business Credit Corporation
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is August 7, 1952 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 306 South State Street, Dover, Delaware 19901
6. The address of its proposed registered office in Idaho is First Interstate Bank Building, 700 W. Idaho, Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is United States Corporation Company
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:  
See attached Exhibit "A"

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>See attached Exhibit "B"</u>		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>20,000</u>	<u>Common</u>	<u>\$100.00 par value per share</u>

(continued on reverse)



BA BUSINESS CREDIT CORPORATION  
(a Delaware corporation)

The business which the Corporation proposes to do in this state, which it is also authorized to do in the jurisdiction of its incorporation, is:

To buy, sell, and otherwise deal in notes, open accounts and other similar evidences of debts, and to lend money and engage in installment sales financing, and to take notes, open accounts, evidences of debts, conditional bills of sale, chattel and other mortgages, and other lien instruments, as collateral security therefore, and to charge therefore such amounts as may be agreed upon by the respective parties as far as may be permitted by law, as well as any other purpose specified in the Articles of Incorporation.

**BA BUSINESS CREDIT CORPORATION**  
**(a Delaware corporation)**

<u>Directors</u>	<u>Address</u>
W. R. Hobson	Suite 326, 1259 S. Cedar Crest Blvd, Allentown, PA 18103
W. J. Fenza, Jr.	1105 Hamilton Street, Allentown, PA 18101
E. F. Rabenold	1105 Hamilton Street, Allentown, PA 18101

<u>Officers</u>	<u>Title</u>	<u>Address</u>
W. R. Hobson	President	Suite 326, 1259 S. Cedar Crest Blvd. Allentown, PA 18103
J. T. Arnold	Vice President	5001 Birch Street Newport Beach, CA 92660
P. D. Balascki	Vice President	1105 Hamilton Street Allentown, PA 18101
J. M. Browne	Vice President	1105 Hamilton Street Allentown, PA 18101
J. A. Cavaliere	Vice President	Suite 316, 1259 S. Cedar Crest Blvd. Allentown, PA 18103
W. J. Fenza, Jr.	Vice President	1105 Hamilton Street Allentown, PA 18101
R. M. Frey	Vice President	1105 Hamilton Street Allentown, PA 18101
K. Mertz	Vice President	Suite 326, 1259 S. Cedar Crest Blvd. Allentown, PA 18103
J. A. Munn	Vice President	Suite 326, 1259 S. Cedar Crest Blvd. Allentown, PA 18103
W. J. Williams	Vice President	1105 Hamilton Street Allentown, PA 18101
C. J. Eby	Vice President & Secretary	1105 Hamilton Street Allentown, PA 18101
P. Gupta	Treasurer	1105 Hamilton Street Allentown, PA 18101

**BA Business Credit Corporation**  
**Officers (continued)**

<u>Officers</u>	<u>Title</u>	<u>Address</u>
J. G. Benken	Asst. Vice President	1105 Hamilton Street Allentown, PA 18101
G. Dodge	Asst. Vice President	3420 Camino Del Rio, North, Suite 111 San Diego, CA 92108
C. T. McAllister	Asst. Vice President	2310 Parklake Drive, N.E., Suite 130 Atlanta, GA 30345
J. Nahal	Asst. Vice President	PAC Plaza II 2346 South Lynhurst Drive Indianapolis, IN 46241
J. C. Williams	Asst. Vice President	Suite 104, 2807 Parham Road Richmond, VA 23229-0643
S. A. Gaal	Asst. Secretary	1105 Hamilton Street Allentown, PA 18101
T. H. Groff	Asst. Secretary	Suite 326, 1259 S. Cedar Crest Blvd. Allentown, PA 18103
T. L. Tolley	Asst. Secretary	909 East Main Street Richmond, VA 23219



# State of DELAWARE



## Office of SECRETARY OF STATE

I, Glenn C. Kenton, Secretary of State of the State of Delaware,  
do hereby certify that the attached is a true and correct copy of  
Certificate of Restated Certificate of Incorporation  
filed in this office on June 3, 1980.





Glenn C. Kenton, Secretary of State

BY: 

DATE: May 14, 1982

RESTATED CERTIFICATE OF INCORPORATION

OF

BA BUSINESS CREDIT CORPORATION

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Under Section 245 of the Delaware  
Corporation Law  
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The undersigned being the holders of record of all outstanding shares of the stock of BA BUSINESS CREDIT CORPORATION a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

FIRST: That the name of the corporation is BA BUSINESS CREDIT CORPORATION (incorporated under the name Universal Finance Corporation)

SECOND: That the Certificate of Incorporation of the corporation was filed by the Secretary of State, Dover, Delaware, on the 7th day of August, 1952.

THIRD: The amendments to the Certificate of Incorporation effected by this Certificate are as follows:

- (1) To eliminate paragraph 10 of Article THIRD of the Certificate of Incorporation in its entirety and substitute therefor the following new paragraph 10:

To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

- (2) To eliminate Articles FIFTH and SIXTH in their entireties and renumbering the present Articles SEVENTH, EIGHTH, NINTH, TENTH and ELEVENTH as Articles FIFTH, SIXTH, SEVENTH, EIGHTH and NINTH.

FOURTH: The amendments and the restatement of the Certificate of Incorporation have been duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware by the unanimous written consent of the holders of all outstanding shares entitled to vote.



FIFTH: That the text of the Certificate of Incorporation of said BA BUSINESS CREDIT CORPORATION, as amended, is hereby restated as further amended by this Certificate, to read in full, as follows:

CERTIFICATE OF INCORPORATION  
OF  
BA BUSINESS CREDIT CORPORATION

\*\*\*\*\*

FIRST

The name of this corporation is BA BUSINESS CREDIT CORPORATION.

SECOND

The registered office of the corporation in the State of Delaware is located at 306 South State Street in the City of Dover, County of Kent.

The name and address of the corporation's registered agent is United States Corporation Company, and the address by street and number of said registered agent is 306 South State Street, Dover, Delaware 19901.

THIRD

The name of the business, or objects and purposes to be transacted, promoted or carried on are:

To lend money with or without security, to buy, sell, and otherwise deal in notes, open accounts, conditional sale contracts, chattel mortgages, and other evidences of debt, and generally to carry on the business of operating a small loan and a finance company.

To manufacture, buy, sell, deal in, and engage in, conduct and carry on the business of manufacturing, selling and dealing in goods, wares and merchandise of every class and description.

To enter into, make, perform and carry on contracts and agreements of every kind for any lawful purpose, without limitation as to amount, with any person, firm, association or corporation.

To acquire and pay for, in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or of any other state, nation or government, and while the owner thereof to exercise all of the rights, powers and privileges of ownership.

To guarantee the bonds, debentures, certificates, obligations or evidences of indebtedness created by, or any contract entered into by, any other corporation or corporations, or by any firm, copartnership, association or society, and to give guaranty or security and to become surety for any person, corporation, association, firm, copartnership or society.

To borrow money, and to issue bonds, debentures or other obligations of this corporation from time to time for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To purchase, hold, sell and transfer the shares of its own capital stock; provided, it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly.

To have one or more offices, to carry on all or any part of its operations and business, and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every kind and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

To engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### FOURTH

The total number of shares that may be issued by the corporation is twenty thousand (20,000) shares of common stock of the par value of One Hundred Dollars (\$100) per share.

#### FIFTH

This corporation shall have perpetual existence.

#### SIXTH

The private property of the stockholders of this corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

#### SEVENTH

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter By-Laws of this corporation, to fix the amounts to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;

From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock ledger), or any of them, shall be open to the inspection of stockholders; and no stockholder shall have any right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by resolution of the stockholders or directors;

By resolution or resolutions passed by a majority of the whole board to designate one or more committees, each committee to consist of two or more of the directors of the corporation, which, to the extent provided in such resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors;

Without the assent of the stockholders, to sell, lease or exchange less than the whole, or substantially the whole, of its property and assets, upon such terms and conditions as the board may deem expedient and for the best interests of the corporation;

Pursuant to the affirmative vote of at least a majority of the stock issued and outstanding, having voting power, given at a stockholders meeting duly called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, to sell, lease or exchange all, or substantially all, of the property and assets of this corporation, including its good will and its corporate franchises, upon such conditions as said board deems expedient and for the best interests of the corporation.

This corporation may in its By-Laws confer powers upon the directors in addition to the foregoing, and in addition to the powers and authority expressly conferred upon them by the statute.

Both stockholders and directors shall have power, if the By-Laws so provide, to hold their meetings and have one or more offices within or without the State of Delaware, and to keep the books of this corporation (subject to the provisions of the statute) outside of the State of Delaware at such places as may from time to time be designated by the Board of Directors.

#### EIGHTH

The directors of the corporation shall not, in the absence of fraud, be disqualified by their office from dealing or contracting with this corporation, either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any transaction or contract of the corporation be void or voidable or affected by reason of the fact that any director, or any firm of which any director is a member, or any corporation of which any director is an officer, director or stockholder, is in any way interested in such transaction or contract, provided that at the meeting of the Board of Directors or committee thereof having authority in the premises, authorizing or confirming such contract or transaction, the interest of such director, firm or corporation is disclosed or made known, and there shall be present a quorum of the Board of Directors or of the directors constituting such committee, and such contract or transaction shall be approved by a majority of such quorum, which majority shall consist of directors not so interested or connected, nor shall any director be liable to account to this corporation for any profit realized by him from or through any such transaction or contract of this corporation ratified or approved as aforesaid, by reason of the fact that he or any firm of which he is a member or any corporation of

which he is a stockholder, director or officer was interested in such contract or transaction. Directors so interested may be counted when present at meetings of the Board of Directors or of any such committee for the purpose of determining the existence of a quorum. Any contract, transaction or act of this corporation or of the Board of Directors or any committee thereof, which shall be ratified by a majority in interest of a quorum of the stockholders having voting power at any annual meeting or at any special meeting called for such purpose, shall be as valid and binding as though ratified by every stockholder of the corporation.


NINTH

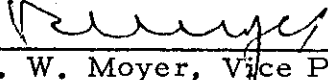
The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to such reservation.

IN WITNESS WHEREOF, we have signed this certificate this  
22nd day of May, 1980.

FINANCEAMERICA CORPORATION  
(a Pennsylvania corporation)  
(Sole Shareholder)

ATTEST:

  
\_\_\_\_\_  
C. J. Eby, Secretary  
Assistant

BY   
\_\_\_\_\_  
R. W. Moyer, Vice President